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Counsel to Google LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

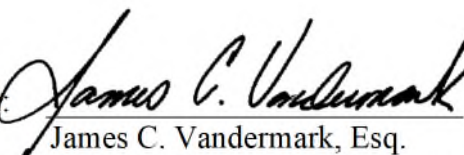
(Jointly Administered)

**GOOGLE LLC'S CONSENT TO NOTICE OF ASSUMPTION
AND ASSIGNMENT OF ADDITIONAL CONTRACTS**

Google LLC (“**Google**”), by and through its attorneys, White and Williams LLP, as the counterparty to the contracts designated by the Buyer and identified by the Debtors in Exhibit 1 (collectively, “**Google Contracts**”) to the Notice of Assumption and Assignment of Additional Contracts [Doc. No. 3805] (the “**Notice**”),¹ hereby consents to the assumption and assignment of the Google Contracts.

Respectfully submitted,

Dated: May 13, 2019
New York, NY

By: 
James C. Vandermark, Esq.
WHITE AND WILLIAMS LLP

Attorneys for Google LLC

¹ Capitalized terms used but not defined herein shall have the meanings set forth in the Notice.

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CERTIFICATE OF SERVICE

I, James C. Vandermark, hereby certify that a true and correct copy of the foregoing Google LLC's Consent to the Notice of Assumption and Assignment of Additional Contracts was filed electronically with the Court on May 13, 2019. Notice of this filing will be sent today to all parties receiving notice via the Court's electronic filing system, including counsel for the Debtors.

Respectfully submitted,

Dated: May 13, 2019
New York, NY

By:



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